

SECRETARY'S CERTIFICATE
OF
WESTECH CAPITAL CORP.

I, R. Halder, the duly elected , qualified and acting Secretary of WESTECH CAPITAL CORP., a Delaware corporation (the "Company"), hereby certify that the attached resolutions were duly adopted by the Board of Directors of the Company on March 14, 2016, and that such resolutions have not been amended, repealed or revoked and remain in full force and effect as of the date hereof.

EXECUTED this 14th day of March, 2016.



Robert Halder, Secretary

RESOLUTION OF THE BOARD OF DIRECTORS OF WESTECH CAPITAL CORP.

March 14, 2016

At the duly constituted meeting of the board of directors (the "Board") of WESTECH CAPITAL CORPORATION, a Delaware corporation, (the "Corporation"), held on March 14, 2016, the Board does hereby adopt the following resolutions:

RESOLVED, that in the judgment of the Board of Directors it is desirable and in the best interests of the Corporation, its creditors, shareholders and other interested parties, that the Corporation be authorized and empowered to file, at such time as it is deemed necessary by the appropriate officers of the Corporation, a petition for relief (the "Petition") under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Western District of Texas, Austin Division (the "Bankruptcy Court"); and it is further

RESOLVED, that the officers of the Corporation (collectively, the "Authorized Officers") are hereby authorized, directed and empowered, on behalf of and in the name of the Corporation, acting singly or jointly, (i) to execute and verify the Petition and cause the Petition to be filed with the Bankruptcy Court and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper and necessary to effect any of the foregoing; and it is further

RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as any Authorized Officer shall from time to time designate be, and each of them acting alone is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to execute, verify and file or cause to be filed all other reasonable and customary applications, schedules, lists, motions and other papers and documents; and it is further

RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as any Authorized Officer shall from time to time designate be, and each of them acting alone is, hereby authorized, directed and empowered to open any new bank accounts, as needed, to be designated as "Debtor-in-Possession" bank accounts pursuant to the filing of the petition under Chapter 11 of the Bankruptcy Code, and to include Gary Salamone and Robert Halder as signing parties on such accounts, as representatives of the Corporation; and it is further

RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as any Authorized Officer shall from time to time designate be, and each of them acting alone is, authorized, directed and empowered to retain on behalf of the Corporation, the law firm of Strasburger & Price, LLP as bankruptcy counsel, to represent the Corporation in the aforesaid Chapter 11 bankruptcy case and all other related matters in connection therewith on a general retainer and such other terms and conditions as the officers shall deem advisable; and it is further

RESOLVED, that each of the Authorized Officers be, and each of them acting alone is, authorized, directed and empowered to retain on behalf of the Corporation any ordinary course legal, financial or other professionals they deem appropriate to assist the Corporation to maintain the Corporation's business as a debtor-in-possession on such terms and conditions as the Authorized Officers deem advisable, and such other legal, financial or other professionals as directed by the Board of Directors; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any director or officer of the Corporation in connection with the reorganization of the Corporation or any matter related thereto, or by virtue of these resolutions are hereby in all respects ratified, confirmed and approved; and it is further

RESOLVED, that any and each of the Authorized Officers of the Company are hereby severally authorized and empowered, for and on behalf of the Company, to execute and file all such instruments and documents, to make all payments, to enter into all agreements and to do or cause to be done all acts and things that may be necessary or appropriate to carry out the purposes of the foregoing resolutions.

WESTECH CAPITAL CORP.



By: Robert Halder
Title: Secretary